## Edgar Filing: STEPHENS THOMAS G - Form 4

	S THOMAS G									
Form 4 February 14	1 2011									
								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check t if no lor subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	nger to 16. or Filed pu ons ntinue.		F CHAI	Estimated burden hol response	ted average hours per					
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> STEPHENS THOMAS G			2. Issuer Name <b>and</b> Ticker or Trading Symbol General Motors Co [GM]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 300 RENAISSANCE CENTER, M/C: 482-C25-A36			3. Date of Earliest Transaction (Month/Day/Year) 02/10/2011			(Check all applicable) <u></u> Director 10% Owner <u>X</u> Officer (give title Other (specify below) below) Vice Chairman				
(Street) DETROIT, MI 48265-3000			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
DEIKUII	, WII 48203-3000						Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	Illy Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price				
Reminder: Re	port on a separate lin	e for each cla	ass of sec	urities bene	Pers infor requ	ons who rea mation con ired to resp	or indirectly. spond to the collect tained in this form ond unless the fo ontly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 3	( (	Acquired ( or Dispose (D) (Instr. 3, 4 and 5)	ed of					(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	3
Restricted Stock Units (1)	\$ 0	02/10/2011		А		55,433		<u>(1)</u>	(1)	Common Stock	55,433	

## **Reporting Owners**

Stephens

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
STEPHENS THOMAS G 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Vice Chairman					
Signatures								
/s/ Anne T. Larin, attorney-in-fact	t for Mr.		02/14/2011					

<u>\*\*Signature of Reporting Person</u> Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Restricted Stock Units ("RSUs") were awarded on February 10, 2011, pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP"). The RSUs will vest on the third anniversary of the award date provided the reporting person remains continuously employed through that date. RSU awards will be settled when they vest except that until all the Company's obligations under Treasury Regulation

Date

 (1) another matching wanted when they vest except that until an the company's obligations under measury regulation 31 CFR 30.1 (Q-1) (the "TARP Obligations") have been repaid, awards will be settled after vesting in increments of 25% for each 25% of the TARP Obligations that have been repaid. Each RSU represents a right to receive one share of the Company's common stock upon settlement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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